

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

US BANK/FOC SEP 22 2014

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

140922909/806001

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Thomas Lynch &amp; Associates</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,130.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>700 Melvin Avenue</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 1</b>			
(6) CITY <b>Annapolis</b>		(7) STATE <b>MD</b>	(8) ZIP CODE <b>21401</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>4103494990</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0004979779</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Hudson Fiber Network, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>12 N. State Route 17</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 120</b>			
(16) CITY <b>Paramus</b>		(17) STATE <b>NJ</b>	(18) ZIP CODE <b>07652</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>2015754416</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0020739686</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID <b>Domestic Section 214</b>	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,130.00</b>	(27A) TOTAL FEE <b>\$1,130.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Thomas Lynch</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>9/16/14</u>	
ACCOU I hereby SIGNA1			
<b>PAID BY CREDIT CARD</b>			



# THOMAS LYNCH & ASSOCIATES

TELECOMMUNICATIONS ATTORNEYS

WWW.TELECOMLAWYERS.COM

DIRECT (410) 349-4990 x 100  
TLYNCH@TELECOMLAWYERS.COM

September 17, 2014

Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Joint Application for Transfer of Control of Domestic and International Section 214  
Authorizations of Hudson Fiber Network, Inc.

Dear Sir or Madam:

Enclosed please find one copy of the Joint Application for Transfer of Control of Domestic and International Section 214 Authorizations of Hudson Fiber Network, Inc. Also enclosed please find the Form 159 remittance, authorizing a credit card payment of \$1,130.00, for the transfer of control of the domestic 214 authorization in this application. The applicants will make additional filings via the Commission's IBFS system for the transfer of control of the international 214 authorization, along with the associated online payment therefor.

Copies of this Application are being sent to the Commission's Secretary for processing. Please stamp and return the additional copy of this letter included herewith. A self-addressed, stamped envelope is included for this purpose.

Any questions about the enclosed application or payment may be directed to the undersigned at (410) 349-4990 x 100.

Sincerely,

Thomas M. Lynch  
Counsel for Hudson Fiber Network, Inc.

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC 20554

In the Matter of

**HUDSON FIBER NETWORK, INC.**  
**(FRN 0020739686)**

and

**HUDSON FIBER HOLDINGS, INC.**  
**(FRN 0023942758)**

for grant of authority to complete a  
transfer of control of  
Hudson Fiber Network, Inc.,  
an authorized domestic and  
international carrier

File No. \_\_\_\_\_

**JOINT APPLICATION FOR TRANSFER OF CONTROL**  
**OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS**

Hudson Fiber Network, Inc. ("Hudson Fiber") and Hudson Fiber Holdings, Inc. ("Holdings") (collectively, "Applicants"), by and through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04, 63.18 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.18 and 63.24, hereby request that the Commission grant such authority as may be necessary or required to enable Applicants to consummate a transaction pursuant to which Holdings will acquire ownership, and control, of Hudson Fiber, an entity authorized to provide domestic interstate telecommunications services and global facilities-based and resold international

telecommunications services.<sup>1</sup> As set forth below, Applicants seek streamlined processing for this Joint Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12.

**1. Description of the Parties and the Transaction**

Hudson Fiber is a corporation formed under the laws of the State of New Jersey. Hudson Fiber provides communications solutions to global trading enterprises, principally utilizing trading and communications equipment interconnected using resold private lines or IP-based transport services. Hudson Fiber provides its systems and services to the world's largest financial services firms, as well as to public safety, government, power, energy and utility, and transportation organizations. Hudson Fiber is based in New Jersey and has approximately 16 employees.

Holdings, formed under the laws of Delaware, is presently a wholly-owned subsidiary of Tiger Infrastructure Partners Fund LP ("Tiger"), a limited partnership formed under the laws of Delaware. Tiger is a middle-market private equity firm based in New York and London. Tiger invests in energy, transportation and communications infrastructure businesses and related sectors.

Pursuant to a Stock Purchase Agreement, by and among Hudson Fiber, Holdings, and the stockholders party thereto, dated as of September 15, 2014 (the "Purchase Agreement"), Holdings, formed specifically by Tiger for the transaction described herein, will acquire 100% of the ownership interests of Hudson Fiber as follows: (i) Holdings will acquire 60% of the outstanding shares of Hudson Fiber in exchange for cash consideration, (ii) the stockholders of Hudson Fiber will exchange the other 40% of the outstanding shares

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<sup>1</sup> See ITC-214-20110412-00099.

of Hudson Fiber held by such stockholders for common stock in Holdings, and (iii) in connection with the transactions contemplated by the Purchase Agreement, Hudson Fiber will issue a dividend at the closing to its existing stockholders. Upon completion of the transaction, Hudson Fiber will be owned 100% by Holdings. Holdings will be owned 60% by Tiger, 18% by Brett Diamond, a transferor and a US citizen, 18% by Keith Muller, a transferor and a US citizen, and 4% by Ande Hornig, a transferor and a US citizen. See Exhibit 1 for a diagram of the transaction.

Although the proposed transaction will result in a change in the ultimate ownership of Hudson Fiber, the transaction will not have any immediate effect on the operations of Hudson Fiber, nor adversely affect any of the customers who receive services in connection with the ongoing operations of Hudson Fiber. Immediately following the consummation of the transaction, those customers will continue to receive services under the same rates, terms and conditions of service as existed prior to the transaction, and will continue to receive services under the Hudson Fiber brand name. As a new subsidiary of Holdings, Hudson Fiber will continue to provide services to customers and will retain the assets used in the provision of such services. As a result, the transaction will be transparent to the customers.

## **2. Public Interest Statement**

Applicants respectfully submit that the proposed transaction serves the public interest, convenience and necessity. The transaction will ensure the continued viability of Hudson Fiber and the services it provides to numerous customers. In addition, Holdings, through the ownership of Tiger, provides extensive financial resources and management expertise to expand the network and marketing potential of Hudson Fiber, thereby



providing increased competition and enhanced service capabilities in the telecommunications market. And, as noted above, the proposed changes in ownership of Hudson Fiber will not confuse, inconvenience or otherwise harm Hudson Fiber's customers. Furthermore, because Holdings and its majority stockholder, Tiger, are not telecommunications providers, the transaction results in no concentration in the relevant markets.

**3. Information About the Transferor and Transferee**

The following information is submitted pursuant to Sections 63.04(b), 63.24(e) and 63.18 of the Commission's Rules, 47 C.F.R. §§ 63.04(b), 63.24(e) and 63.18:

- (a) The name, address and telephone number of the transferors and transferee:

The transferors (present owners of Hudson Fiber with control):

<i>Name</i>	<i>Address</i>	<i>Ownership</i>	<i>Phone Number</i>
Brett Diamond	12 North State Rt 17 Suite 120 Paramus, NJ 07652	45%	201-289-5209
Keith Muller	12 North State Rt 17 Suite 120 Paramus, NJ 07652	45%	201-289-5209
Ande Hornig	3105 Shore Road Bellmore, NY 11710	10%	201-289-5209

The transferee:

Hudson Fiber Holdings, Inc.  
c/o Tiger Infrastructure Partners Fund LP  
Attn: Adam Emmert and Richard Trabulsi  
717 Fifth Avenue, Suite 12A  
New York, NY 10022  
Phone: 212-201-2180

- (b) The transferors are individual US citizens. The transferee, Holdings, is organized under the laws of the State of Delaware.

(c) Correspondence concerning this application should be addressed as follows:

For the transferors:

Thomas M. Lynch  
Thomas Lynch & Associates  
700 Melvin Avenue, Suite 1  
Annapolis, MD 21401  
(410) 349-4990  
tlynch@telecomlawyers.com

For the transferee, Holdings:

Hudson Fiber Holdings, Inc.  
c/o Tiger Infrastructure Partners Fund LP  
Attn: Adam Emmert and Richard Trabulsi  
717 Fifth Avenue, Suite 12A  
New York, NY 10022  
(212) 201-2180  
aemmert@tigerinfrastructure.com; rtrabulsi@tigerinfrastructure.com

with a copy to:

Lowenstein Sandler LLP  
Attn: Michael Brosse  
1251 Avenue of the Americas, 19th Floor  
New York, NY 10020  
(212) 419-5836  
mbrosse@lowenstein.com

(d) The transferee, Holdings, has not previously received any Section 214 authorizations. The transferors have no international Section 214 nor domestic Section 214 authorizations of their own, nor do they have any other interests in entities holding Section 214 authorizations.

(h) Upon consummation of the transaction, the ownership of Hudson Fiber will be as follows:

Hudson Fiber will be owned entirely (100%) by Holdings.

The post-closing ownership of Holdings will be as follows:

<i>Name</i>	<i>Address</i>	<i>Ownership</i>	<i>Principal Business</i>	<i>Citizenship</i>
Brett Diamond	12 North State Rt 17 Suite 120 Paramus, NJ 07652	18%	Telecommunications	USA
Keith Muller	12 North State Rt 17 Suite 120 Paramus, NJ 07652	18%	Telecommunications	USA
Ande Hornig	3105 Shore Road Bellmore, NY 11710	4%	Telecommunications	USA
Tiger Infrastructure Partners Fund LP	717 Fifth Avenue Suite 12A New York, NY 10022	60%	Investments	Delaware

Control of Tiger is held by its sole general partner, Tiger Infrastructure Associates GP LP ("TigerGP"). TigerGP is a Delaware limited partnership whose principal business is serving as the sole general partner of Tiger. Control of TigerGP is held by its sole general partner, Emil Henry IV LLC ("TigerLLC"). TigerLLC is a Delaware limited liability company whose principal business is serving as the sole general partner of TigerGP. The managing member and 100% owner of TigerLLC is Emil W. Henry, Jr. (the "Managing Member"). The Managing Member is a United States citizen with an address of 717 Fifth Avenue, Suite 12A, New York, NY 10022. The present principal occupation of the Managing Member is serving as the managing member of TigerLLC and as an employee of an affiliated entity.

The following entities are limited partners of Tiger. By virtue of their ownership interest in Tiger, they will have a greater than ten percent (10%) indirect interest in Hudson Fiber though as limited partners they exercise no control:

CAT Holding LLC, a Delaware limited liability company located at 350 Park Avenue, 4th Floor, New York, NY 10022 whose principal business is an investment company, holds an approximate 61.73% limited partnership interest in Tiger. As a limited



partner CAT will have no control over or involvement in the day-to-day management of Tiger.

Kiewit Infrastructure Co., a Delaware corporation located at 3555 Farnam Street Omaha, NE 68131 whose principal business is an investment company, holds an approximate 17.64% limited partnership interest in Tiger. As a limited partner, Kiewit will have no control over or involvement in the day-to-day management of Tiger.

Holdings has no interlocking directorates with a foreign carrier.

(i) Holdings, the transferee, certifies that it is not a foreign carrier, nor is it affiliated with any foreign carriers.

(j) Holdings, the transferee, certifies that it does not seek to provide international services to any destination country for which (1) it is a foreign carrier in that country, (2) it controls a foreign carrier in that country, (3) any entity that owns more than 25% of Holdings, or that controls Holdings, controls a foreign carrier in that country, or (4) two or more foreign carriers (or parties that control foreign carriers) own in the aggregate more than 25% of Holdings and are parties to, or are beneficiaries of a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) Holdings, the transferee, certifies that it has not agreed to accept any special concessions, directly or indirectly, from any foreign carrier with respect to any U.S. –

international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Holdings certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 – 1.2003, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

(p) Holdings desires streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. The application qualifies for streamlined processing because the restrictions set forth in Section 63.12 (c) of the Commission's Rules do not apply, 47 C.F.R. § 63.12(c). Holdings is not affiliated with a foreign carrier in a destination market. Holdings does not have an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell. And Holdings does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

#### **4. Domestic Transfer of Control**

In lieu of an attachment to the corresponding international application, pursuant to Section 63.04(b), the following information is submitted pursuant to Sections 63.04(a)(6) through (a)(12), 47 C.F.R. §§ 63.04(a)(6) – (a)(12), and this entire pleading will be attached to the international application.

(a)(6) A description of the transaction is set forth in Section 1 of this Application.

(a)(7) Neither the transferee, Holdings, nor any affiliates of Holdings, presently provides domestic telecommunications services. Hudson Fiber, provides or offers to

provide domestic telecommunications services in the following states: California, Connecticut, Illinois, Massachusetts, Michigan, New York, New Jersey, Pennsylvania, Texas.

The telecommunications services provided by Hudson Fiber in the states listed above are almost exclusively dedicated private line services for voice and data. Hudson Fiber also provides IP-based services, for voice and data, which are not interconnected to the public switched telephone network.

(a)(8) With respect to domestic interstate services, the Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §§ 63.03(b)(1)(ii) and 63.03(b)(2)(i), because (1) neither the transferee, Holdings, nor any of its affiliates, are telecommunications providers, (2) immediately following the consummation of the transaction, Applicants and their affiliates combined will hold less than 10% of the interstate interexchange market, (3) Applicants and their affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which are parties to the proposed transaction) and (4) none of the Applicants or their affiliates are dominant with respect to any service.

(a)(9) Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. This Application is being separately and concurrently filed with respect to both types of authorizations pursuant to Rule 63.04(b), 47 C.F.R. § 63.04(b), and is included as an attachment to the applications for transfer of control of an international 214 authorization filed by Hudson Fiber. No

other applications are being filed with the Commission in connection with the proposed transaction.

(a)(10) Prompt completion of the proposed transactions is critical to ensuring that Applicants can obtain the benefits described in this Application, though neither Applicant is facing imminent business failure. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to permit Applicants to consummate the proposed transaction as promptly as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how granting this Application will serve the public interest, convenience and necessity is provided in Section 2 above.

5. Conclusion

For the reasons set forth in this Application, Applicants respectfully request expeditious approval of the transfer of control of Hudson Fiber, a holder of domestic and international Section 214 authorizations, to Holdings as described herein.

Respectfully submitted,

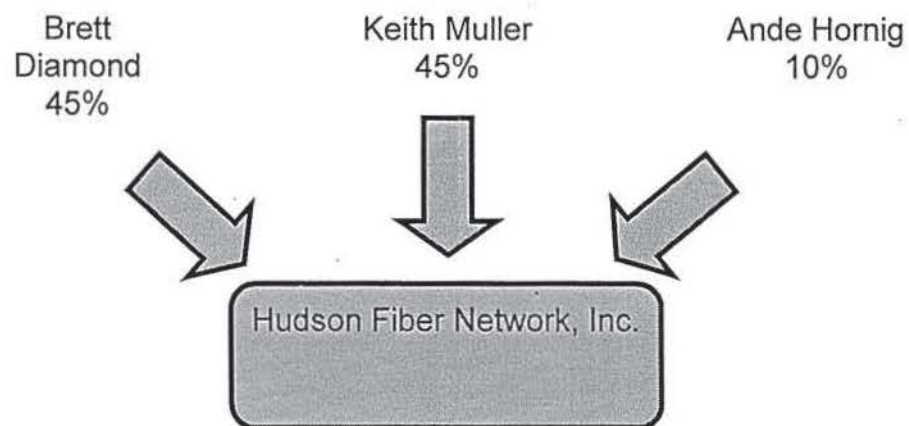


Thomas M. Lynch, Esq.  
Thomas Lynch & Associates  
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tlynch@telecomlawyers.com

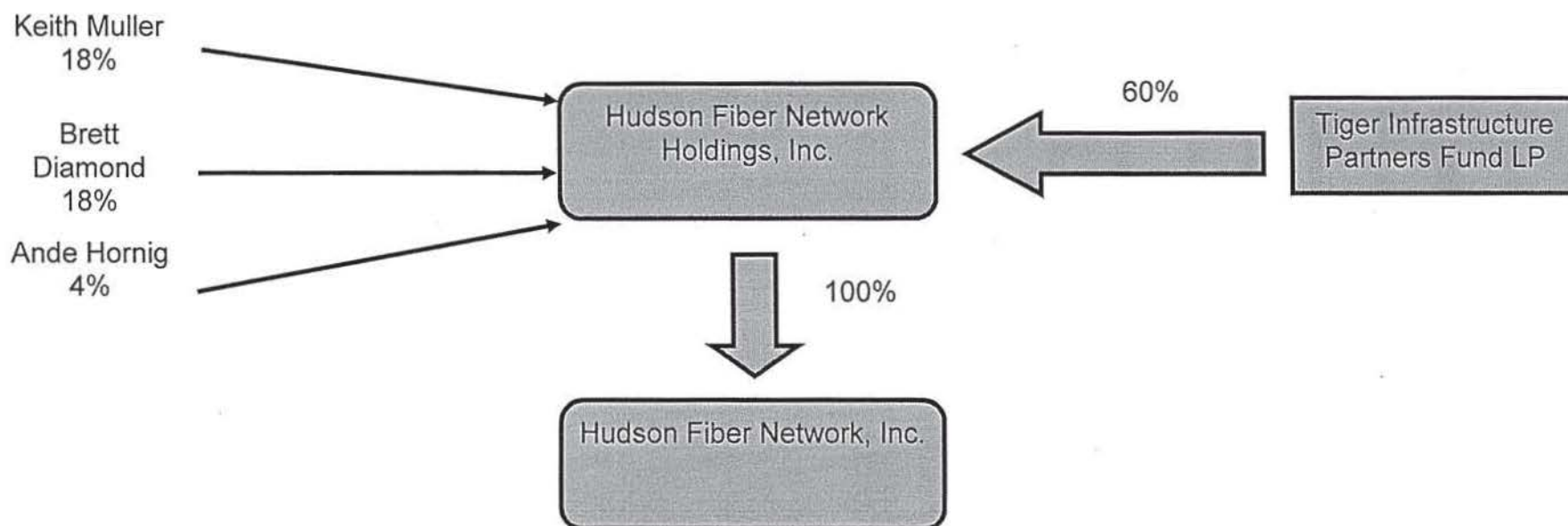
Michael Brosse  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
19th Floor  
New York, NY 10020  
(212) 419-5836  
mbrosse@lowenstein.com

Dated September 16, 2014

## Before Transaction




## After Transaction





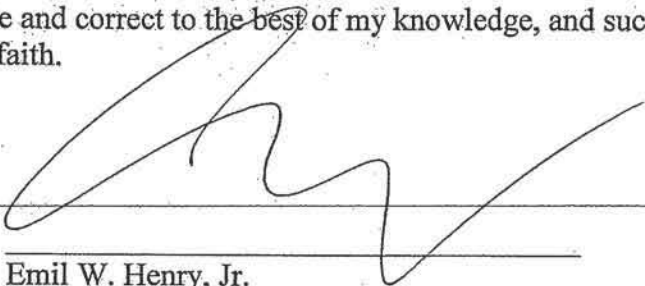
## Verifications

On behalf of Hudson Fiber Network, Inc., I, Brett Diamond, hereby certify upon penalty of perjury that I am the President of Hudson Fiber Network, Inc. and that the statements in the foregoing Federal Communications Commission Section 214 Transfer of Control Application are true, complete and correct to the best of my knowledge, and such statements are made in good faith.

A handwritten signature in black ink, appearing to read 'Brett Diamond', with a horizontal line extending to the right.

Brett Diamond - President  
Hudson Fiber Network, Inc.  
Dated: September 16th, 2014

On behalf of Hudson Fiber Holdings, Inc., and Tiger Infrastructure Partners Fund LP, I, Emil W. Henry, Jr., hereby certify upon penalty of perjury that I am the President of Hudson Fiber Holdings, Inc. and the managing member of the general partner of the general partner of Tiger Infrastructure Partners Fund LP, and that the statements in the foregoing Federal Communications Commission Section 214 Transfer of Control Application are true, complete and correct to the best of my knowledge, and such statements are made in good faith.



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Emil W. Henry, Jr.  
President, Hudson Fiber Holdings, Inc.  
Managing Member, Tiger Infrastructure Partners Fund LP  
Dated: September 16, 2014